SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From:
Securities and Exchange Commission
Office of Investor Education and Advocacy
Washington, DC 20549-0213

Extension: Rule 17Ad-3(b)

SEC File No. 270-424 OMB Control No. 3235-0473

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44

U.S.C. 3501 et seq.), the Securities and Exchange Commission ("Commission") is

soliciting comments on the existing collection of information provided for in Rule 17Ad-

3(b) (17 CFR 240.17Ad-3(b)), under the Securities Exchange Act of 1934 (15 U.S.C. 78a

et seq.). The Commission plans to submit this existing collection of information to the

Office of Management and Budget ("OMB") for extension and approval.

Rule 17Ad-3(b) requires registered transfer agents to send a copy of the written

notice required under Rule 17Ad-2(c), (d), and (h) to the chief executive officer of each

issuer for which the transfer agent acts when it has failed to turnaround at least 75% of all

routine items in accordance with the requirements of Rule 17Ad-2(a), or to process at

least 75% of all items in accordance with the requirements of Rule 17Ad-2(b), for two

consecutive months. The issuer may use the information contained in the notices to: (1)

Provide an early warning to the issuer of the transfer agent's non-compliance with the

Commission's minimum performance standards regarding registered transfer agents; and

(2) assure that the issuer is aware of problems and poor performance with respect to the

transfer agents that are servicing the issuer's securities. If the issuer does not receive

notice of a registered transfer agent's failure to comply with the Commission's minimum performance standards then the issuer will be unable to take remedial action to correct the problem or to find another registered transfer agent. Pursuant to Rule 17Ad-3(b), a transfer agent that has already filed a Notice of Non-Compliance with the Commission pursuant to Rule 17Ad-2 will only be required to send a copy of that notice to issuers for which it acts when that transfer agent fails to turnaround 75% of all routine items or to process 75% of all items.

The Commission estimates that only two transfer agents will meet the requirements of Rule 17Ad-3(b). If a transfer agent fails to meet those requirements under 17Ad-3(b), it would simply send a copy of the notice that had already been produced for the Commission. The Commission estimates the requirement will take each respondent approximately one hour to complete, for a total annual estimate burden of two hours at an internal labor costs cost of approximately $60.00 an hour. There are no external labor costs associated with sending the notice to issuers.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE, Washington, DC 20549, or send an email to: PRA_Mailbox@sec.gov.

Dated: April 24, 2014.

Kevin M. O'Neill,
Deputy Secretary.

BILLING CODE: 8011-01p

[FR Doc. 2014-09811 Filed 04/29/2014 at 8:45 am; Publication Date: 04/30/2014]